

Central Falls Detention Facility Corporation Meeting Minutes
Tuesday, April 12, 2011
Donald W. Wyatt Detention Facility Training Building
935 High Street
Central Falls, RI 02863
5:00 P.M.
TDD/TTY 401-727-7450

A meeting of the Central Falls Detention Facility Corporation was held on the above date; in the Training Building at 5:05pm.

1. Roll Call

Antonio Barajas – Present
Michael Golenia – Present
Phil St. Pierre – Present
Quorum Present

2. Executive session pursuant to R.I. General Laws § 42-46-5(a)(1) CEO UPDATE, PERSONNEL RELATED ISSUES, CORPORATION'S FINANCIAL STANDING, CONTRACT NEGOTIATIONS AND (2) PENDING LITIGATION and R.I. General Laws §42-46-5(a)(4) INVESTIGATION

Motion to adjourn into executive session made by Director Golenia, seconded by Director Barajas, all agreed. So voted. Time: 5:08pm

Motion to reconvene and seal the minutes of executive session made by Director St. Pierre, seconded by Director Golenia, all agreed. So voted. Time: 5:30pm

3. Old Business – No discussion on any old business.

4. New Business – Motion to allow Mr. Ragosta to explore and negotiate a settlement of up to \$80,000, \$50,000 of which the Corporation is responsible for in a settlement of the DeSisto investigation made by Director St. Pierre. Seconded by Director Golenia, all agreed. So voted.

- a. Potential actions pursuant to Section 45-54-6 of the Rhode Island General Laws in connection with corporate governance authority and powers in emergency situations.

Attorney Peg Lynch addressed the Board as follows: Simply put, we have three of our five Board members. We've just lost Bruce and we have not got any cooperation, relief, or help from the old receiver or the current receiver and we're concerned, God forbid, that someone takes sick, someone decides that they've had enough, somebody's term expires and they don't want to wait until they make a reappointment. What Terry and I have discussed, and what we've discussed with Mike is, in the event of an emergency,

say someone is sick or someone has left the Board, and we don't have a quorum, then we can't meet and the facility still has to function. So what we have done is to discuss that and we are looking to allow Mike to have the authority, in the event of an emergency that we can't have a Board meeting with a quorum, not to usurp it or anything you guys do. If we have you guys and one or two more, we are always going to have a meeting, but just to cover us in case we can't. It's my opinion that it's a necessity for the Corporation to continue to function.

Attorney Fracassa added: This provision could be amended, and the vote, you could always reverse the vote at some point, once there is a more stable Board with more members on it.

Attorney Fracassa read the following verbiage to the Board: Pursuant to section 45.54.6 of the RI General Laws, in the event that there is not a quorum and that there shall ever be vacancies resulting in the Central Falls Detention Facility Corporation having less than three appointed and qualified members or a lack of quorum in emergency situations, the Corporation shall and hereby does delegate all those powers in 45.54.6 to its Chief Executive Officer. He may exercise the powers on behalf of the Corporation during such period of vacancies or emergency situations where there is a lack of a quorum in addition to his rights in certain employment agreement dated May 7, 2010 between Michael Fair and the Central Falls Detention Facility Corporation.

Motion to accept the statement read by Attorney Fracassa relative to Section 45.54.6 of RI General Laws made by Director St. Pierre; seconded by Director Golenia. All in favor. So voted.

b. Capital Expenditures

Michael Fair, Chief Executive Officer

Capital expenditures planned:

- H-pod showers - \$5,691.00.
- R&D gate cameras - \$1,889.00
- TRANE Service Contract - \$110,000.00

Director St. Pierre inquired as to when Mr. Fair thought we could send something to the City of Central Falls, not necessarily \$500,000.00, but some type of payment.

Mr. Fair responded that he expects to be able to make that determination in June, half-way through the fiscal year.

5. Adjourn – Motion to adjourn made by Director Barajas; seconded by Director St. Pierre. All in favor. Meeting adjourned at 6:00pm.